

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L34101HR1985PLC020934

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACM0070D

(ii) (a) Name of the company

MUNJAL SHOWA LIMITED

(b) Registered office address

9-11, MARUTI INDUSTRIAL AREA,
SECTOR-18
GURGOAN
Haryana
122015

(c) *e-mail ID of the company

CS@MUNJALSHOWA.NET

(d) *Telephone number with STD code

01244783000

(e) Website

www.munjalshowa.net

(iii) Date of Incorporation

16/05/1985

(iv) Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	NATIONAL STOCK EXCHANGE OF INDIA LTD.	1,024
2	BSE LIMITED	1

(b) CIN of the Registrar and Transfer Agent

U67120WB2011PLC165872

Pre-fill

Name of the Registrar and Transfer Agent

MCS SHARE TRANSFER AGENT LIMITED

Registered office address of the Registrar and Transfer Agents

383 LAKE GARDENS
1ST FLOOR

(vii) *Financial year From date 01/04/2018 (DD/MM/YYYY) To date 31/03/2019 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM 30/08/2019

(b) Due date of AGM 30/09/2019

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C13	Other manufacturing including jewellery, musical instruments, medical instruments,	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

0

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	75,000,000	39,997,500	39,995,000	39,995,000
Total amount of equity shares (in Rupees)	150,000,000	79,995,000	79,990,000	79,990,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares with Equal Rights				
Number of equity shares	75,000,000	39,997,500	39,995,000	39,995,000
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	150,000,000	79,995,000	79,990,000	79,990,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	39,995,000	79,990,000	79,990,000	

Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify	0	0	0	
NA				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
NA				
At the end of the year	39,995,000	79,990,000	79,990,000	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify	0	0	0	
NA				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0

ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
NA				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares) 0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

- Nil
 [Details being provided in a CD/Digital Media] Yes No Not Applicable
- Separate sheet attached for details of transfers Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	26/09/2018		
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee	<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)	<input type="text"/>		
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor	<input type="text"/>		
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee	<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

16,692,945,000

*** (ii) Net worth of the Company**

6,106,279,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	26,000,000	65.01	0	
10.	Others Relative of director	4,000	0.01	0	
	Total	26,004,000	65.02	0	0

Total number of shareholders (promoters)

3

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	9,982,129	24.96	0	
	(ii) Non-resident Indian (NRI)	380,908	0.95	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	15,220	0.04	0	
6.	Foreign institutional investors	185,302	0.46	0	
7.	Mutual funds	7,955	0.02	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	3,329,389	8.32	0	
10.	Others Trust and IEPF	90,097	0.23	0	
	Total	13,991,000	34.98	0	0

Total number of shareholders (other than promoters)

18,967

**Total number of shareholders (Promoters+Public/
Other than promoters)**

18,970

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

12

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
THE EMERGING MARK	CITIBANK N.A. CUSTODY SERVICES			39,839	0.1
EMERGING MARKETS	CITIBANK N.A. CUSTODY SERVICES			24,755	0.06
EMERGING MARKETS	CITIBANK N.A. CUSTODY SERVICES			5,198	0.01
DIMENSIONAL EMERG	CITIBANK N.A. CUSTODY SERVICES			11,077	0.03
EMERGING MARKETS	CITIBANK N.A. CUSTODY SERVICES			4,928	0.01
MORGAN STANLEY FR	CITIBANK N.A. CUSTODY SERVICES			107	0
CITY OF NEW YORK G	DEUTSCHE BANK AG, DB HOUSE H			2,827	0.01
EMERGING MARKETS	DEUTSCHE BANK AG, DB HOUSE H			2,305	0.01

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
PREMIER INVESTMENT	C/O KOTAK MAHINDRA BANK LIM			6,700	0.02
WORLD EX U.S. CORE	CITIBANK N.A. CUSTODY SERVICES			2,421	0.01
FLORIDA RETIREMENT	DEUTSCHE BANK AG, DB HOUSE H			2,482	0.01
ESVEE CAPITAL	C/O KOTAK MAHINDRA BANK LIM			82,663	0.19

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	3	3
Members (other than promoters)	18,742	18,967
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	2	0	2	0	0	0
B. Non-Promoter	0	8	0	8	0	0.01
(i) Non-Independent	0	3	0	3	0	0
(ii) Independent	0	5	0	5	0	0.01
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	8	2	8	0	0.01

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. Yogesh Chander Mu	00003491	Managing Director	0	
Mr. Shegeki Kobayashi	07626553	Managing Director	0	
Mr. Ashok Kumar Munja	00003843	Director	0	
Mrs. Charu Munjal	03094545	Director	0	
Mr. Vinod Kumar Agraw	00004463	Director	0	
Mr. Surinder Kumar Mel	00002888	Director	2,000	
Mr. Nand Lal Dhameja	02351762	Director	0	
Mr. Devi Singh	00015681	Director	0	
Mrs. Geeta Anand	00078091	Director	0	
Mr. Yasuhiro Yamamoto	08127304	Director	0	
Mr. Pankaj Gupta	ABCPG8127F	CFO	5	
Ms. Geetanjali Sharma	BKUPG9233L	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Mr. Pankaj Munjal	00005330	Director	29/09/2018	Cessation
Mrs. Geeta Anand	00078091	Additional director	03/11/2018	Appointment
Mr. Yasuhiro Yamamoto	08127304	Additional director	30/05/2018	Appointment
Mr. Yasuhiro Yamamoto	08127304	Director	26/09/2018	Change in designation
Mr. Teruyoshi Sato	07825074	Director	30/05/2018	Cessation
Mr. Saurabh Agrawal	AUPPA9157R	Company Secretar	05/01/2019	Cessation
Ms. Geetanjali Sharma	BKUPG9233L	Company Secretar	31/01/2019	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	26/09/2018	19,245	79	65.02

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	30/05/2018	10	6	60
2	30/07/2018	10	7	70
3	03/11/2018	9	7	77.78
4	04/02/2019	10	9	90
5	12/03/2019	10	9	90

C. COMMITTEE MEETINGS

Number of meetings held

10

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	30/05/2018	4	3	75
2	Audit Committee	30/07/2018	4	3	75
3	Audit Committee	03/11/2018	4	3	75
4	Audit Committee	04/02/2019	4	3	75
5	Stakeholders F	30/05/2018	4	3	75
6	Stakeholders F	30/07/2018	4	3	75
7	Stakeholders F	03/11/2018	4	3	75
8	Stakeholders F	04/02/2019	4	3	75

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
9	Nomination an	30/05/2018	4	3	75
10	Nomination an	03/11/2018	4	4	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	30/08/2019
								(Y/N/NA)
1	Mr. Yogesh Ch	5	5	100	8	8	100	Yes
2	Mr. Shegeki K	5	5	100	5	5	100	Yes
3	Mr. Ashok Kur	5	2	40	8	0	0	Yes
4	Mrs. Charu Mu	5	4	80	0	0	0	No
5	Mr. Vinod Kum	5	5	100	7	7	100	Yes
6	Mr. Surinder K	5	5	100	2	1	50	Yes
7	Mr. Nand lal D	5	5	100	8	8	100	Yes
8	Mr. Devi Singh	5	5	100	6	6	100	Yes
9	Mrs. Geeta An	3	2	66.67	0	0	0	No
10	Mr. Yasuhiro Y	5	1	20	0	0	0	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Mr. Yogesh Chande	Managing Direct	45,607,695	1,886,155	0	0	47,493,850
2	Mr. Shegeki Kobaya	Managing Direct	24,083,782	9,498,845	0	0	33,582,627
	Total		69,691,477	11,385,000	0	0	81,076,477

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Pankaj Gupta	CFO	3,399,720	0	0	0	3,399,720
2	Ms. Geetanjali Shar	Company Secre	65,994	0	0	0	65,994
3	Mr. Saurabh Agraw	Company Secre	463,336	0	0	0	463,336
	Total		3,929,050	0	0	0	3,929,050

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Ashok Kumar M	Director	0	0	0	100,000	100,000
2	Mrs. Charu Munjal	Director	0	0	0	220,000	220,000
3	Mr. Vinod Kumar Ag	Director	0	0	0	620,000	620,000
4	Mr. Surinder Kumar	Director	0	0	0	320,000	320,000
5	Mr. Nand Lal Dhame	Director	0	0	0	680,000	680,000
6	Mr. Devi Singh	Director	0	0	0	580,000	580,000
7	Mrs. Geeta Anand	Director	0	0	0	180,000	180,000
	Total		0	0	0	2,700,000	2,700,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Satyender Kumar

Whether associate or fellow

Associate Fellow

Certificate of practice number

5189

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Yogesh
Chander
Munjal

DIN of the director

00003491

To be digitally signed by

GEETANJA
LI SHARMA

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

SHT_FNL_BOTH_MW2_19.pdf
Details Committee Meeting_2018-19.pdf
MGT 8 MSL 2018-19.pdf

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